

Notice of Annual General Meeting

Inverloch & District Financial Enterprises Limited
A.B.N. 13 117 672 590

To be held at Cottage Restaurant, Inlet Hotel
at 3 - 5 The Esplanade, INVERLOCH
on 14 November 2024 at 6.00 p.m.

ORDINARY BUSINESS

1. Receipt of Annual Report

To receive the Company's Financial Report, the Director's Report and the Auditor's Report for the year ended 30 June 2024.

2. Election of Directors

To consider, and if thought fit, to pass each of the following resolutions as an ordinary resolution.

Re-election of Director retiring by rotation

- (a) That **Kerralie Joy Shaw** who retires by rotation in accordance with the Constitution of the Company and being eligible, offers herself for re-election as a Director of the Company.
- (b) That **Susan Joy Ruffin** who retires by rotation in accordance with the Constitution of the Company and being eligible, offers herself for re-election as a Director of the Company.

Election of Directors previously appointed by the Board

- (c) That **Louise Naida Litchfield** previously appointed by the Board retires in accordance with the Constitution of the Company and offers herself for election as a Director of the Company.
- (d) That **Robert Noel Murphy** previously appointed by the Board retires in accordance with the Constitution of the Company and offers himself for election as a Director of the Company.
- (e) That **Nanette Hall Gibson** previously appointed by the Board retires in accordance with the Constitution of the Company and offers herself for election as a Director of the Company.
- (f) That **Kerrie Ann Giles** previously appointed by the Board retires in accordance with the Constitution of the Company and offers herself for election as a Director of the Company.

3. Remuneration Related Resolution

Adoption of Remuneration Report

To consider, and if thought fit, pass the following resolution as an ordinary resolution.

- a) That the Remuneration Report be adopted.

Except to the extent permitted by law, the company will disregard any votes cast (in any capacity) on Item 3 by or on behalf of a member of key management personnel named in the Remuneration Report (and any closely related party of any such member) unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Attending the meeting

All shareholders may attend the Annual General Meeting.

Joint holders: In the case of joint shareholders, all holders may attend the Meeting. If only one holder attends (including by proxy), that shareholder may vote at the Meeting as if that holder were solely entitled to the shares. If more than one joint holder is present (including by proxy), the joint holder whose name appears first in the register may vote.

Proxy: If you are unable to attend the Meeting, you are entitled to appoint a proxy to attend and vote. See the attached Proxy Form for information on appointing a proxy.

Corporate shareholder: A corporate shareholder may appoint one or more persons to act as its representative under section 250D of the Corporations Act, but only one representative may exercise the corporate shareholder's powers at any one time. The Company requires written evidence of a representative's appointment to be given to the Company before the meeting.

Voting restrictions

Key management personnel of the Company (and any closely related party of any such member) are excluded from voting on all resolutions that are directly or indirectly related to the remuneration of key management personnel and will not be able to vote your proxy on item 3 unless you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him or her to vote by marking the Chairman's box on the proxy form (in which case the Chairman of the meeting will vote in favour of this item of business).

For the purposes of these voting restrictions:

The 'key management personnel' for Inverloch & District Financial Enterprises Limited are those persons having authority and responsibility for planning, directing and controlling the activities of the company, either directly or indirectly, including any director (whether executive or otherwise) of that company.

A 'closely related party' of a member of the key management personnel for Inverloch & District Financial Enterprises Limited includes a spouse or child, a child of the member's spouse, a dependent of the member or of the member's spouse, or anyone else who may be expected to influence the member (or be influenced by the member) in the member's dealings with the company.

Voting rights

Each shareholder is entitled to **one** vote.

For the purposes of voting at the Meeting, shares will be taken to be held by the persons who are registered as shareholders as at **6.00 P.M. on Friday 8th November 2024**.

By order of the Board

Mark McCormack
Company Secretary
6th October 2024

Notice of Annual General Meeting

ATTACHMENT A - EXPLANATORY NOTES

This information has been included to assist you in making an informed decision about the resolutions proposed at the meeting.

Agenda item 2 Election of Directors

The following information is provided about candidates for election to the Board.

Re-election of Directors retiring by rotation

- a) **Kerralie Joy Shaw** retires by rotation in accordance with the Constitution of the Company, and being eligible, offers herself for re-election. Her election is recommended by the Board.

Kerralie Joy Shaw

Director (*Appointed 31 January 2018*) Age: 50 Occupation: Consultant

Qualifications, experience and expertise:

Bachelor of Arts, Graduate Diploma Market Modelling, Graduate Australian Institute of Company Directors. Kerralie has over 25 years experience consulting to large corporations about customer experience (CX) and marketing strategy. Expertise in consumer buyer behaviour in B2C. Held senior positions on both client and agency side. Full member The Research Society. Active member Inverloch Lifesaving Club.

- b) **Susan Joy Ruffin** retires by rotation in accordance with the Constitution of the Company, and being eligible, offers herself for re-election. Her election is recommended by the Board.

Susan Joy Ruffin

Director (*Appointed 17 November 2011*) Age : 68 Occupation: Lawyer

Legal Practitioner in Susan Ruffin Solicitors. Her qualifications are a BA (Honours) LLB.

Election of Directors previously appointed by the Board

- c) **Louise Naida Litchfield** having been appointed by the Board as a Director, retires in accordance with the Constitution of the Company, and being eligible, offers herself for election. Her election is recommended by the Board.

Louise Naida Litchfield

Director (*Appointed 30 January 2024*) Age: 65 Occupation: Communication Consultant

Qualifications, experience and expertise:

Louise is a former communication director of Victoria's Department of Premier and Cabinet. A former journalist, newspaper editor and corporate consultant, she has more than 30 years' experience in communication. Louise has a Bachelor of Arts Degree majoring in Politics and English, a master's in politics is a qualified Company Director and a civil celebrant. In previous roles she was responsible for the protocol and management of official state events for Victorian Government, and led the Victorian Government's information and media response following the 2009 Black Saturday bushfire disaster and has been responsible for award-winning behavioural change programs around emergency services, street crime and public campaigns. Previous Board experience includes Chair - Victorian Fire and Emergency Communication Committee,

Victorian Deputy representative - Order of Australia Council, Deputy Chair - Australia Day Committee, Member of the Australian Bravery Council and Member of the Victorian Law Foundation.

- d) **Robert Noel Murphy** having been appointed by the Board as a Director, retires in accordance with the Constitution of the Company, and being eligible, offers himself for election. His election is recommended by the Board.

Robert Noel Murphy

Director (*Appointed 30 January 2024*)

Age: 51 Occupation: Managing Director

Qualifications, experience and expertise:

Bachelor of Engineering (Civil), Post-graduate Diploma (Construction Law and Contract Administration), Masters of Business Administration, Graduate of Australian Institute of Company Directors, Member Engineers Australia, Chartered Professional Engineer, Board member Institute of Water Administrators, Managing Director of South Gippsland Water, previous role as Acting Managing Director Western Water, previous role as committee member and treasurer of junior netball club

- e) **Nanette Hall Gibson** having been appointed by the Board as a Director, retires in accordance with the Constitution of the Company, and being eligible, offers herself for election. Her election is recommended by the Board.

Nanette Hall Gibson

Director (*Appointed 11 June 2024*)

Age: 63 Occupation: Licensed Real Estate Agent

Qualifications, experience and expertise:

Bachelor Science and Education Melbourne University, Graduate Australian Institute of Company Directors
Nanette was the Founder of the first property portal Property.com.au and has had an extensive career in Education, Commercial Real Estate, Property Development, Property Syndication, property subdivision, Farming and Rural Agriculture and online businesses.

Nanette is a director of a diverse Gibson family company that invests in and operate farming and real estate investments.

Nanette's active contributions to local community have been an integral part of her life.

- f) **Kerrie Ann Giles** having been appointed by the Board as a Director, retires in accordance with the Constitution of the Company, and being eligible, offers herself for election. Her election is recommended by the Board.

Kerrie Ann Giles

Director (*Appointed 11 June 2024*)

Age: 66 Occupation: Real Estate Agent

Qualifications, experience and expertise:

Small Business Co-ordinator Melbourne Chamber of Commerce, Real Estate Agent and Property Manager, Manager Leongatha Stadium 4 Cinema, Chair Body Corporate Committee South Yarra, Life Member Leongatha Theatre, Current Committee Member Wonthaggi Theatrical Group.

Agenda item 3 Remuneration Related Resolution

The Corporations Act requires a resolution that the Remuneration Report contained in the Company's Annual Report [and Concise Report] be adopted, be put to the vote. The resolution is advisory only and does not bind the Directors of the Company.

IMPORTANT NOTE TO SHAREHOLDERS

PROVISION OF EMAIL ADDRESSES

As advised last year the Board is progressing the conversion of our paper-based systems to online systems. This includes communication with our shareholders and converting to an online share registry.

To achieve this, it is important that we have up to date email contacts for you. Thank you to those that have provided email addresses and then registered themselves for access to their share information.

However, there are still a number of you that are yet to provide an email address, and we would encourage you to please complete this.

This can be done by either

- Emailing our share Registry Manager AFS and Associates at shareregistry@afsbendigo.com.au
- Or calling AFS on 03 54430344
- Or advising the branch of your email address

PROVISION OF ANNUAL REPORTS

In line with the requirements of the *Corporations Act 2001* and as part of our strategy to convert from paper-based systems to online systems, the company will no longer be posting to all shareholders a copy of the Annual Report.

The 2024 Annual Report can now be viewed via our company website at

<https://www.bendigobank.com.au/branch/vic/community-bank-inverloch-district/>

If any shareholder would like to receive a copy of the Annual Report directly (in hard copy or via email), please make a request to our Company Secretary via their email address: inverlochcb@bendigobank.com.au.